

Hearing Date: September 8, 2015 at 2:00 p.m. (ET)
Objection Deadline: September 3, 2015 (extended by consent of Debtor)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

FILMED ENTERTAINMENT INC.,

Debtor.

Chapter 11

Case No. 15-12244 (SCC)

**RESPONSE AND RESERVATION OF RIGHTS OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF FILMED ENTERTAINMENT INC.
TO RELIEF SOUGHT IN CERTAIN “FIRST DAY” MOTIONS SCHEDULED
FOR HEARING ON SEPTEMBER 8, 2015**

The Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the case of the above-captioned debtor and debtor-in-possession (the “**Debtor**”), by and through its proposed counsel, files this response and reservation of rights (“**Response**”) with respect to: (a) the entry of a final order (“**Final Cash Collateral Order**”) approving the *Debtor’s Motion for Entry of an Interim and Final Order Pursuant to Sections 105, 361, 362, 363, 507 and 552 of the Bankruptcy Code, Bankruptcy Rules 2002, 4001, 6003, 6004 and 9014, and Local Rule 4001-2 (I) Authorizing the Debtor to Use Cash Collateral; (II) Granting Adequate Protection; and (III) Scheduling a Final Hearing* [Docket No. 11] (“**Cash Collateral Motion**”) and (b) the entry of a final order (the “**Final Cash Management Order**”) approving the *Debtor’s Motion for Interim and Final Orders Pursuant to Bankruptcy Code Sections 105(a), 345, 363, 503(b)(1) and 507*

(a)(2) Authorizing (I) Continued Maintenance of Existing Bank Accounts; (II) Continued Use of Existing Business Forms; (III) Continued Use of Existing Cash Management System; (IV) Continued Intercompany Transactions; and (V) Waiver of Certain Guidelines Relating to Bank Accounts [Docket No. 6] (the “**Cash Management Motion**”; with the forgoing, collectively the “**Motions**”); and (c) reserves its rights to review any subsequent budget filed by the Debtor in support of the Cash Collateral Motion (“**Budget**”). In support of this Response, the Committee respectfully states as follows:

BACKGROUND

1. On August 10, 2015 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

2. No trustee or examiner has been appointed in the Chapter 11 Case.

3. On August 12, 2015, a hearing to consider the Debtor’s initial requests for relief (“**First Day Motions**”) was held before the Court. A hearing to consider final relief for certain of the First Day Motion is scheduled for September 8, 2015 (“**Second Day Hearing**”). *See* Docket No. 38.

4. On August 18, 2015, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee is comprised of the following members: (a) Pension Benefit Guaranty Corporation; (b) Universal Studios Home Entertainment, LLC; (c) Mr. Richard C. Wolter; (d) Paramount Home Entertainment, Inc.; and (e) Equinix, Inc. *See* Docket No. 34.

5. On September 1, 2015, the Debtor agreed to extend the Committee’s deadline to object to the relief sought at the Second Day Hearing to September 3, 2015 (the “**Committee Objection Deadline**”).

RESPONSE

6. The Committee has several concerns with, and objections to, the Motions. These concerns and objections have been resolved through discussions between the Debtor's and Committee's professionals.

7. At this time, the Committee is awaiting receipt of a revised order approving the Cash Collateral Motion and a revised form of Budget to confirm that same are consistent with the parties' agreements.

RESERVATION OF RIGHTS

8. As the Committee Objection Deadline will pass prior to the resolution of the Committee's concerns with respect to the relief sought by the Debtor at the Second Day Hearing, the Committee reserves its rights to object and/or raise any issues that may arise in connection with the Motions and any other matters that may be presented to the Court at the Second Day Hearing.

Dated: September 3, 2015

LOWENSTEIN SANDLER LLP

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